

# **Exhibit 11**

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**M. Andrea Ryan**  
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**Wyeth**

April 8, 2004

**Sent Via Federal Express**

Michael J. Cleare, Ph.D.  
Columbia University  
Science and Technology Ventures  
Engineering Terrace, Suite 363  
500 West 120th Street  
New York, NY 10017

**Re: Columbia University and Genetics Institute, LLC License Agreement**

Dear Dr. Cleare:

We are in receipt of your letters dated March 9, 2004, regarding the 1990 Genetics Institute license ("the GI License"). We are gratified that in one of those letters Columbia acknowledges that its long-standing position that Genetics Institute, LLC and Wyeth (hereafter "Wyeth") owe royalties based on the existence of pending patent applications was entirely improper. We submit that Columbia's threatened termination of the GI License set forth in your second letter is equally improper.

Columbia's letter constitutes an improper notice of breach in that it generally states three grounds purportedly justifying the threatened termination but provides no details. The difference between the first and third stated grounds is not clear to us. Columbia's purported notice is further improper in that it fails to inform Wyeth as to what it must do to effect a cure in Columbia's view. We note that Columbia's improper notice is entirely inconsistent with the parties' ongoing efforts to arrange an audit, addressed most recently in a letter dated February 27, 2004, from Andrea Ryan to Scot Hamilton and Mr. Hamilton's response dated March 23, 2004. At minimum, Columbia cannot properly terminate the GI License without conducting the audit that it requested.

We are aware that Columbia recently provided similar letters to the one received by Wyeth to all of the companies currently challenging the validity of the '275 patent, including Genentech. Statements made by Columbia and Genentech in documents filed in the Genentech suit indicate that Genentech has continued to pay royalties under its license, including royalties under the disputed '275 patent. Columbia's wholesale determination to terminate the licenses of all of these companies, including a company that has apparently gone beyond its obligations by paying royalties on the facially invalid '275 patent, raises questions as to whether Columbia is acting in good faith.

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Wyeth Consumer Healthcare  
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At this time Columbia holds only the plainly invalid '275 patent relating to technology arguably relevant to Wyeth, that is the subject of the GI License. It is Wyeth's position that throughout the prosecution of the application that resulted in the '275 patent and today, Columbia was and continues to be fully aware that it is not entitled to the '275 patent claims. Columbia's effort to extract royalties from Wyeth based on a knowingly invalid and unenforceable patent by threatening to terminate the GI License is entirely improper. Such termination would be wrongful and would implicate a number of causes of action on Wyeth's behalf against Columbia.

Wyeth is aware that a continuation application in the Axel patent family is pending in the U.S. Patent Office. Although it seems inconceivable that a valid, enforceable, unexpired patent may result from that application, Wyeth is willing to consider its need to maintain the GI License. To that end, please provide us with the prosecution files corresponding to any pending applications in the Axel patent family so that we can properly evaluate Wyeth's position. Any termination of the GI License prior to providing Wyeth with the opportunity to evaluate any pending applications and prior to the completion of the audit requested by Columbia would be premature and in bad faith.

Very truly yours,

  
M. Andrea Ryan

MAR/lf

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bcc: Leora Ben-Ami, Esq. (*via Federal Express*)  
Paul Bryk  
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Albert Ubieta, Esq.

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